

P14000071235

Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
SOMTHERAPEUTICS CORP.**

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### ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

Name: Somtherapeutics Corp.  
Jurisdiction: FLORIDA  
Document Number: P14000071235

**Second:** The name and jurisdiction of each merging corporation:

Name: Somtherapeutics, Inc.  
Jurisdiction: NEW YORK  
Document Number: 990622000164

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on September 7, 2014 and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the board of directors of the merging corporation on September 7, 2014 and shareholder approval was not required.

Dated: 27 September, 2014.

**Surviving Corporation:**

Somtherapeutics Corp.

By: 

Alan G. Harris, President

**Merging Corporation:**

Somtherapeutics, Inc.

By: 

Alan G. Harris, President

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## PLAN OF MERGER

Somtherapeutics, Inc., (the "Merging Corporation") and Somtherapeutics Corp., (the "Surviving Corporation") agree to the following plan of merger of the corporations in compliance with Section 607.1101 Florida Statutes and in accordance with the laws of New York:

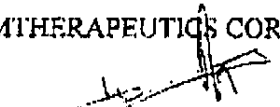
1. The name and jurisdiction of the merging corporation (the "Merging Corporation") is Somtherapeutics, Inc., a New York corporation.
2. The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is Somtherapeutics Corp., a Florida corporation.
3. The terms and conditions of the merger are as follows:
  - a. All of the outstanding shares of the Merging Corporation shall be exchanged for shares of the Surviving Corporation which shall constitute all of the issued and outstanding shares of the Surviving Corporation.
  - b. For income tax purposes the merger shall be in the form of a statutory merger under Section 368(a)(1)(A) of the Internal Code and shall constitute a mere change in place of organization of the Merging Corporation within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.
  - c. All of the tax attributes of the Merging Corporation, including the employer identification number and status as an S corporation shall carry over to the Surviving Corporation.
  - d. All of the assets and liabilities of the Merging Corporation shall be the assets and liabilities of the Surviving Corporation.
  - e. The stock certificates of the Merging Corporation shall be extinguished and all of the outstanding shares of the Surviving Corporation shall be owned by shareholders of the Merging Corporation and stock certificates for such shares shall be issued to such effect.
4. This Plan of Merger is adopted by the board of directors and by all of the shareholders of each of the corporations. Appraisal rights under Florida law are not applicable.
5. This Plan of Merger may be amended only in writing by each of the corporations.

Dated: September 14, 2014

SOMTHERAPEUTICS, INC.

By:   
Alan G. Harris, President

SOMTHERAPEUTICS CORP.

By:   
Alan G. Harris, President

**SOMTHERAPEUTICS, INC.**

SOMTHERAPEUTICS CORP.

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